

DEC 23 1975 9 15 PM

INTERSTATE COMMERCE COMMISSION
FIRST AMENDMENT TO LEASE GROUP NO. 3

FIRST AMENDMENT TO LEASE GROUP NO. **3** dated as of October 1, 1975, by and between UNITED STATES RAILWAY EQUIPMENT CO., an Illinois corporation ("United") and WILLIAM M. GIBBONS, Trustee ("Trustee") of the Property of CHICAGO ROCK ISLAND AND PACIFIC RAILROAD COMPANY, a Delaware corporation, Debtor ("Debtor").

WITNESSETH THAT:

WHEREAS, United, as lessor, and Debtor, as lessee, have heretofore entered into that certain Lease Group No. 3 dated January 15, 1974 (ICC Rec. No. 7307) ("Lease") covering three hundred sixty four (364) 50 ton 40'6" steel sheathed boxcars with 6' sliding doors ("Cars"); and

WHEREAS, the Lease was adopted and affirmed by the Trustee pursuant to Order No. 9 dated April 25, 1975, of the United States District Court for the Northern District of Illinois, Eastern Division in In the Matter of Chicago Rock Island and Pacific Railroad Company, Debtor, No. 75 B 2697; and

WHEREAS, Trustee wishes to substitute certain railroad cars of the same type, age and condition as the Cars leased under the Lease, for certain of such Cars and United is agreeable thereto, all upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, IT IS AGREED:

1. Appendix A of the Lease is amended by deleting from the Old RI Car Numbers the car number set forth in Column A below and substituting for each such car number so deleted, the car number set forth opposite such deleted car number in Column B below:

Column A

22139
22208
22227
22231
22246
22304
22404
22455
22467
22508
22527
22531
22538
22682

Column B

22922
22928
22931
22938
22940
22947
22949
22955
22957
22969
22970
22978
22993
22999

2. The remaining terms and provisions of the Lease remain in full force and effect, and the Lease as hereby amended is hereby ratified, confirmed and approved.

IN WITNESS WHEREOF, United and Trustee have duly execute this First Amendment to Lease Group No. 3, as of the day, month and year first above written.

UNITED STATES RAILWAY EQUIPMENT CO.

By:

Ralph E. Bell
Vice President

ATTEST:

Jack Johnson
Assistant Secretary

WILLIAM M. GIBBONS, Trustee of the
Property of CHICAGO, ROCK ISLAND AND
PACIFIC RAILROAD COMPANY, Debtor

By:

Wm M. Gibbons

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 17th day of November, 1975,
before me personally appeared Ralph E. Bell and
Fred Fukumoto, to me personally known, who
being by me duly sworn, say that they are Vice President
and Asst Secretary, respectively, of United States
Railway Equipment Co., that the seal affixed to the foregoing
instrument is the corporate seal of said corporation, that
said instrument was signed and sealed on behalf of said corpor-
ation by authority of its Board of Directors, and that they
acknowledged that the execution of the foregoing instrument was
the free act and deed of said corporation.

Edfriede M. Rieger
Notary Public

My Commission Expires: My Commission Expires June 28, 1976

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 7 day of Nov, 1975, before
me personally appeared WILLIAM M. GIBBONS, to me personally know
who being by me duly sworn, says that he is the Trustee of
Chicago, Rock Island and Pacific Railroad Company, Debtor; that
said instrument was signed and sealed by said Trustee and that
he acknowledged that the execution of the foregoing instrument
was the free act and deed of said Trustee.

John D. Davis
Notary Public

My Commission Expires: Oct 26, 1977